# **EXHIBIT A**

EAFE

Performance includes cash reserves? . . . No Performance in compliance w/AIMR? ..... No Leverage used? ..... No Performance audited? . . . . No Account weighting ... Size Weighted
How are periods linked? ... Geometrically

## **BPI** Global Asset Management

1900 Summit Twr Blvd. Suite 450.

Phone: 407 660-6100 407 667-5776

Orlando FL 32810

Marketing contact: Ryan Burrow

Type of organization:

Independent Investment Advisor Registered Investment Advisor

Fully Compliant with AIMR Perf. Pres. Standards

Year founded: 1997

Assets managed: \$3,833.5 million

#### 1. Introduction:

Percentage owned:

BPI Global Asset Management was established on March 31, 1997 as an investment management firm providing global and international investment products to Pensions, Endowments, Foundations and Mutual Funds in the US and Canada. The primary portfolio managers have been working together since April 1992. BPI Financial Corporation through its subsidiary owns 50% (economic and voting) of BPI Global Asset Management. Senior Management at BPI Global Asset Management controls 50% of the voting power through the term of its partnership agreement with BPI Financial Corporation. BPI Global Asset Management is completely autonomous and independent in its day to day investment operations.

#### 2. Affiliations/Ownership:

Originally, BPI Global Asset Management (BPI) was owned 51% by BPI Financial Corporation (BPC) and 49% by BPI management. BPI Financial Corporation was a Canadian mutual fund company listed in the Toronto Stock Exchange. As consideration for its 51% ownership interest in the partnership, BFC guranteed BPI a minimum of \$500 million in assets under management for a period of 5 years. In May of 1999, BPI management and BFC agreed to extend the advisory relationship (guaranteed \$500 million in AUM) from a five-year to a fifteen-year term. As part of the transaction, BFC purchased an additional 15% interest in BPI. This transaction did not allow the real-out of the heard or the rest in BPI. transaction did not alter the makeup of the board or the voting rights in the partnership. In August of 1999, BFC merged with another publicly traded Canadian mutual fund company, C.I. fund management Inc.

	by women and/	or minorities	10%
3. Key executives:			
Daniel R. Jaworski	Managing D	irector, Co-Founder &	
(Age 38; Exp. 14; w/Firn		ınager	
(O,F,,	,	Chief Investment C	)fficer
		Director of Res	search
Rvan Burrow	Preside	nt/Marketing & Client Se	rvices
(Age 43;Exp. 20;w/Firm		Director of Mar	keting
4. Investment strate	gies:		
Equities:	• Value	<ul> <li>Large-cap</li> </ul>	

 Social Screening Fixed Income:

by active employees...... 34%

Quantitative

• Fixed Inc. (non-spec.)

• Hedging Balanced: 5. Investment vehicles used:

 Non-U.S. Stocks **Equities:** 

ADRs

U.S. Common Stocks

Cash/Equivalents

• Non-U.S. Fixed Inc.

Fixed Income: U.S. Fixed Income Other Classes:

• Futures/Options

## 6. Geographic regions invested in:

N. America:

United States

Global

Global Emerging Mkts

7. Research sources:

In-house: 90% Street research: 10%

In House, years, and	
Number of companies followed regularly	300
Number of companies to now extra 1-8-1-19	50
Number of broker/dealers used regularly	
Trades directed through a broker affiliate?	No
Trades directed through a bloker attitude	V
Commissions directed for clients?	165
Does firm accept wrap accounts?	No
Does firm accept wrap accounts (	

#### 8. Decision-making process:

Primary Structure: Centralized (homogenous portfolios)

BPI represents a different approach to international investing. The international department consists of a handful of talented portfolio managers and analysts. The team is well equipped with some of the most advanced information systems and street research available. These resources are used to institute a consistent investment philosophy that deviates from the mainstream. BPI provides an alternative to average international equity exposure. The portfolio manager has the flexibility to consistently apply a buy/sell discipline in a constantly changing environment. BPI believes opportunity for international equity exposure with specific fundamental characteristics. Dan Jaworski is the lead portfolio manager on this product and he is responsible for each decision made as part of the investment process. Pablo Salas acts as a backup portfolio manager (international) and also provides research in developing markets at Dan's discretion.

## 9. Assets under management / Institutional clients:

	Total Assets	# of Inst'l	Avg Inst'l	Median Inst'l
Date	Mgd(\$ mil.)	Clients	Acct Size (\$ mil.)	Acct Size (\$ mil.)
12/2001	3,833.5	95	40.4	22.2
12/2000	4,627.3	43	20.9	12.5
12/1999	3,592.0	27	28.2	21.3
	1.196.0	11	22.4	
12/1997	767.0	8	17.0	8.0
12/1998	1,196.0			22.2 8.0

Institutional clients gained / lost last 12 months:

Lost: 1 Gained: 25

## Assets managed by client category/Largest accounts:

	#Clients	Assets (\$ mil.)
Corp. retirement funds	27	638.2
Public funds	1	55.2
Unions (Taft-Hartley)	. 8	96.1
Found., endow., assns.	16	201.3
Commingled funds	4	103.8
General insurance accounts	6	100.1
Mutual funds	18	2,551.9
Individuals: IRAs & other	6	10.6
Wrap Program	7	46.8
Operating	2	29.6
Operating	-	

Assets under management of largest separate accounts: 3) \$ 57.2 million 2) \$ 74.2 million \$ 98.1 million

11. Tax exempt and taxable assets:

Total assets managed - Tax exempt clients......\$1,020.5 mil. 

#### 12. Assets managed by class:



Equities: 40% 39.96% Actively managed - international equities (\$ 1531.8 mil)

Other Asset Classes: 60% 45.95% Global Equity (\$ 1761.5 mil)

0.56% Emerging Market Equity (\$ 21.6 mil)

13.53% Other (\$ 518.6 mil)

#### 15 Professional staff:

rofessional staff by category:	
Equity portfolio managers	
E-vites amalytate	
Equity traders	
Marketing / Client service	
Operations / Administrative	
Other professionals	
Total professionals	

15. Professional staff: (continued)
Equity portfolio managers:
Paul Holland, Managing Director & Portfolio Manager
(Age 38;Exp. 14;w/Firm 5)
Daniel R. Jaworski, Managing Director, Co-Founder & Portfolio Manager
(Age 38;Exp. 14;w/Firm 5)
Pablo Salas, Managing Director, Co-Founder, & Portfolio Manager
(Age 42; Exp. 16; w/Firm 5)
Jon Sorensen, Senior Research Analyst & Portfolio Manager
(Exp. 12;w/Firm 5)
Equity traders:
Matthew Miller, Head Trader (Exp. 6;w/Firm 5)
Equity analysts:
Brian Ballew, Senior Portfolio Analyst (Exp. 7;w/Firm 4)
John Bichelmeyer, US Research Analyst (Exp. 5;w/Firm 5)
Paul Holland, Managing Director & Portfolio Manager
(Age 38;Exp. 14;w/Firm 5)
John Hudson, Senior Research Analyst (Exp. 7;w/Firm 5)
Daniel R. Jaworski, Managing Director, Co-Founder & Portfolio Manager
(Age 38; Exp. 14; w/Firm 5)
Bradley Miller, International Research Analyst (Exp. 7;w/Firm 5)
Pablo Salas, Managing Director, Co-Founder, & Portfolio Manager
(Age 42;Exp. 16;w/Firm 5)
Jon Sorensen, Senior Research Analyst & Portfolio Manager
(Exp. 12;w/Firm 5)
Marketing staff:
Ryan Burrow, President/Marketing & Client Services
(Age 43; Exp. 20; w/Firm 5)
Proxy voting contact:
Ryan Burrow, President/Marketing & Client Services
(Age 43;Exp. 20;w/Firm 5)
MIS contact:
Ryan Burrow, President/Marketing & Client Services
(Age A3: Evn 20-m/Firm 5)

#### (Age 43; Exp. 20; w/Firm 5) 16. Investment products offered:

#### Non-U.S./Global Equity Products

• BPI - INTEKNATIONAL EQUI	11 Y
Assets under management	\$1,531.8 mil.
Number of clients	67
Investment vehicle(s)	Separate Accounts
Year first offered	
Portfolio manager(s)	Daniel R. Jaworski (1997), Pablo Salas

#### Classification:

Geographic mandate	EAFE
Security selection philosophy	Equity-Value
Security selection strategy	Bottom-up
Capitalization emphasis	Large-cap (over \$5 billion)
Asset allocation	Fully invested (max. 10% cas
Hedging	No

#### Portfolio characteristics:

Capitalization	Greater than Market
Earnings growth	
Dividend yield	
Price/earnings ratio	
Risk (beta)	
Return on equity	
Equity sales turnover	
Average number of issues	

#### Investment approach:

#### 1. Bottom-up

BPI's investment approach is value oriented, bottom-up discipline focusing on quality, financially productive companies that are under valued within their global industry group.

BPI's discipline seeks to identify securities that have a sustainable competitive advantage in their relative industry, regardless of the location of their corporate headquarters. Geographic boundaries are crossed and relative comparisons are drawn along industry benchmarks, not regional fluctuations. The philosophy avoids an intense focus on predicting the economic and market conditions of various regions. Instead, the firm focuses on securities with attractive return on equity, shareholder oriented managers, and strong capital structure characteristics. Following the quality screen, bottom-up analysis determines the relative value of securities to their peers. Quantitative comparisons identify leading companies within different industries that have the potential for appreciation of capital value. Securities that meet the quality and valuation qualifications are then analyzed to ensure the ability to sustain the corporation's competitive advantage. Portfolio managers employ fundamental analysis to confirm the company's story and verify their potential to achieve earnings expectations. Portfolio managers visit directly with management at corporations in which they invest. The results from this type of stock selection process leads to a diverse, high quality portfolio of companies in a variety of industries and geographic regions.

BPI will invest in all investable markets when securities in those markets meet the investment criteria. Maximum security weight: 5%. Maximum country weight: 5% in any one developing market. Maximum aggregate developing market exposure: 20%. Maximum industry weight: 2X the MSI EAFE Index. BPI does not attempt to time the market. Any cash in the portfolio is a residual result of the buy/sell discipline. Cash should not exceed 10% and usually averages less than 4%.

#### Largest holdings:

- 1) Kingfisher 2) Vodafone Group
- Royal Dutch Petroleum 3) ING Groep 4)
- 5) British American Tabacco
- GlaxoSmithKline
- Total Fina Elf SA
- Rueckuersicherungs 8)
- Nestle SA

#### 10) Schering

Account Size	\$1 mil.	\$5 mil.	\$10 mil.	\$20 mil.	\$50 mil.	\$100 mil
Fee	0.80%		0.80%			

Performance-based fees offered?	No
Minimum Investment Account Size	\$10 mil.
Minimum Annual Fee	\$80,000

#### Performance:

Fees

All fully discretionary, separately managed portfolios.

Assets represented in composite/fund: \$1,069.9 million (0.0 % of total) Portfolios in composite/fund: 52

2001 quarterly rates of return (%)

4th gtr	3rd gtr	2nd qtr	1st qtr
9.67	-14.99	2.38	-18.85

Annual rates of return (%)

<u>2001</u>	2000	1999	1998	1997	<u> 1996</u>
-22.52	-15.95	55.98	23.07	27.25	22.08

Annualized rates of return (%)

3 years	5 years
0.51	9 72

Benchmark used: MSCI EAFE Index

Performance net of fees/commissions?Ye	25
Performance includes cash reserves? Ye	25

Performance in compliance w/AIMR? ..... Yes, since 2/95

Performance audited? ...... Yes, Deloitte & Touche LLP 

#### **U.S. Balanced Products**

#### Non-U.S./Global Balanced Products

#### 17. Representative client listing:

Claude Worthington Benedum Fdn(2001)	Equities - EAFE-\$9.6 Mil.
Centra Health(1999)	
Cone Mills Corporation(2001)	Equities - EAFE-\$3.6 Mil.
Dillon Foundation(1999)	
Farmland Industries(1997)	
GATX Corp.(1998)	
Generali - US Branch(2000)	
Hamline University(1999)	
Intermountain Health Care(2000)	
Lake Forest College(2001)	
L.A. Fire & Police Pension(2001)	
Loyola University of Chicago(1999)	
Major League Baseball Benefit Plan(2001)	
University of North Dakota(1999)	
SKF USA Inc.(1997)	
Tuckpointers, Local #52(2001)	

# **EXHIBIT B**

### Kleinheinz Capital Partners, Inc.

201 Main St., 20th Fl. Fort Worth, TX 76102- United States

Phone: 817-348-8100 Fax: 817-348-8010

Reported Equity Assets (U.S. \$B): 0.624 🔯 bigdough Equity Assets (U.S. \$B): 0.258 To bigdough Total Assets (U.S. \$B): 0.258

Inst. Qtr. Commissions: \$607,952

@0,05/Share

(This Institution manages hedge funds)

### Add: Intelligence | Activity | Calendar Item

Institution Type: Hedge Fund Manager Market Cap: Small-Cap, Mid-Cap Styles: Value and Short Selling

Average P/E: Low Average Yield: Medium Portfolio Turnover: High Asset Allocation: 100% Stocks



## Top Ten Holdings Current Holdings Historical Holdings Funds Managed

RIMM RESEARCH IN MOTION LTD COM LUKOY LUKOIL HOLDINGS ADR EYE VISX INC (DEL) COM

XMSR XM SATELLITE RADIO HOLDINGS CL A

EBAY EBAY INC COM

VZ VERIZON COMMUNICATIONS INC COM VIP VIMPEL COMMUNICATIONS OJSC ADR TCP TELESP CELULAR PART ADR PED BLS BELLSOUTH CORP COM

SBC SBC COMMUNICATIONS INC COM

Top 10 Industries	Legend:	new		ncreased	decreased	unchanged
Industry Name		% Port.		Chg.	Value	Value Change
Telecommunications Equipme	ent	12	.49%	<23.63	%> \$77,883,	196 < 24,101,800>
Integrated Oil		. 9	.89%	6.5	6% \$61,674	525 3,795,250
Medical Specialties		7	.39%	5.1	2% \$46,080	,450 2,244,386
Major Telecommunications		7	.23%	349.3	6% \$45,064	,650 35,035,925
Wireless Telecommunications	à	7	.03%	<b>3.0</b>	1% \$43,831	,563 1,280,150
Oil & Gas Production		5	5.85%	<13.73	%> \$36,473	,281 < 5,806,654>
Specialty Telecommunication	S	4	1.21%	<2.42	%> <b>\$2</b> 6,237	,106 < 650,997>
Other Consumer Services		3	3.93%	5.1	3% \$24,490	,350 1,194,800
Property/Casualty Insurance		2	2.86%	<7.64	%> \$17,854	,550 < 1,476,000>
Discount Stores		2	2.85%	0.0	00% \$17,781	,340 17,781,340

#### Overview

Kleinhelnz Capital Partners (KCP) manages the Global Undervalued Securities Fund, L.P., an offshore hedge fund.

Strategy

The firm invests across all market caps to find undervalued U.S. stocks and ADRs with what it believes to be superior earnings growth potential. KCP also uses top down analysis to determine attractive markets and risk/reward models to build portfolios. The firm uses leverage, futures, and options, and invests both long and short. Kleinheinz can also invest up to 10% of its capital in private transactions such as venture capital or bridge loans.

Supplemental Information

Kleinheinz Capital Partners, LDC is the general partner of the Global Undervalued Securities Fund, L.P. The fund's administrator is International Fund Administration Limited. Merrill Lynch serves as the firm's prime broker and the fund's custodian. KPMG Peat Marwick, LLP is the auditor for the Global Undervalued Securities Fund, L.P. The fund, which is domiciled in Bermuda, was launched on February 1, 1996. KCP is affillated with Bass Brothers/Taylor & Company. The firm prefers to initiate outside contact.

Recent bigdough Actions Mail	<u>Intelligence</u>	Activities	To-Dos	Calendar	Results	<u>Fundş</u> Managed	institution Staff	NEW MyRadar
5 Staff Record(s)	View All	Their						Add MyRecord
Staff Perso	on .		Covera	ges		Marke	t Cap	Contact Information

bigdough Investor Relations Manager

Page 2 of 2

 John Kleinheinz
 Country/Region: Global
 Small-Cap, Mid-Signal
 E: jbk@kleinheinz.com

 Offlicer/Executive
 Cap
 (Outlook/other)

Cap (<u>Ottilookomen</u>) P: 817-348-8100 F: 817-348-8010

Cherish Plemons
Analyst

Country/Region: North America, United Small-Cap, Mid-Cap F: 817-348-8100
Cap F: 817-348-8010

 Pushkar Shahl
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 Trader
 F: 817-348-8010

 Kevin Stadtler
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 Analyst
 (Outlook/other)

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Mark Stupfel, CFA Industry: Generalist Small-Cap, Mid-Portfolio Cap

Manager/Analyst Country/Region: North America, United P: 817-348-8100 States P: 817-332-9935

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(Outlook/other)